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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

DPH HOLDINGS CORP., et al.,

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND SELECT INDUSTRIES CORPORATION (a/k/a SELECT TOOL & DIE
CORPORATION) WITHDRAWING PROOF OF CLAIM NUMBER 10014**

(SELECT INDUSTRIES CORPORATION a/k/a SELECT TOOL & DIE CORPORATION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Select Industries Corporation (a/k/a Select Tool & Die Corporation) (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Select Industries Corporation (a/k/a Select Tool & Die Corporation) Withdrawing Proof Of Claim Number 10014 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates including Delphi Automotive Systems LLC (“DAS LLC”), former

debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on July 31, 2006, the Claimant filed proof of pre-petition claim number 10014 against Delphi asserting a secured claim in the amount of \$507,337.84 (“Claim 10014”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to Order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on July 13, 2007, the Reorganized Debtors objected to Claim 10014 pursuant to the Reorganized Debtors' Nineteenth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 (Docket No. 8617).

WHEREAS, to resolve Claim 10014, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that Claim 10014 will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 10014 is hereby deemed withdrawn with prejudice.
2. All responses and other papers filed in connection with Claim 10014, by either Party, are hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

It is so ordered in White Plains, New York, this 19th day of October, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

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